

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

<div>In re:</div> <div>THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,</div> <div>as representative of</div> <div>THE COMMONWEALTH OF PUERTO RICO, <i>et al.</i></div> <div>Debtors.¹</div>	<div>PROMESA Title III</div> <div>Case No. 17-BK-3283-LTS</div> <div>(Jointly Administered)</div>
<div>In re:</div> <div>THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,</div> <div>as representative of</div> <div>THE PUERTO RICO PUBLIC BUILDINGS AUTHORITY,</div> <div>Debtor.</div>	<div>PROMESA Title III</div> <div>Case No. 19-BK-5523-LTS</div> <div>(Jointly Administered)</div> <div>This Urgent Motion relates only to PBA, and shall be filed in Case No. 17-BK-3283-LTS and Case No. 19-BK-5523-LTS</div>

**URGENT MOTION OF THE PUERTO RICO BUILDINGS
AUTHORITY FOR AN ORDER (1) FURTHER EXTENDING THE DATE TO FILE
CREDITOR MATRIX AND (2) EXTENDING THE DATE TO FILE CREDITOR LIST**

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

To the Honorable United States District Judge Laura Taylor Swain:

The Puerto Rico Public Buildings Authority (“PBA”), by and through the Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”), as PBA’s sole representative in this Title III case pursuant to section 315(b) of the Puerto Rico Oversight, Management, and Economic Stability Act (“PROMESA”),² respectfully submits this urgent motion (the “Urgent Motion”), for entry of an order, substantially in the form attached hereto as **Exhibit A**, (1) further extending the date by which PBA must file the creditor mailing matrix (the “Creditor Matrix”) pursuant to Bankruptcy Rule 1007(a), and (2) extending the date by which PBA must file the full list of creditors with claim amounts pursuant to Bankruptcy Code section 924 (the “Creditor List”). Both Bankruptcy Rule 1007(a) and Bankruptcy Code section 924 are made applicable to this Title III case (the “Title III Case”) pursuant to PROMESA §§ 301 and 310. In support of this Urgent Motion, PBA respectfully states as follows:

Jurisdiction and Venue

1. The United States District Court for the District of Puerto Rico has subject matter jurisdiction over this matter pursuant to PROMESA § 306(a).
2. Venue is proper pursuant to PROMESA § 307(a).

Background

3. On September 27, 2019 (the “Petition Date”), the Oversight Board issued a restructuring certification pursuant to PROMESA sections 104(j) and 206 and filed a voluntary petition for relief for PBA pursuant to PROMESA section 304(a), commencing the Title III Case.
4. On the Petition Date, the Oversight Board filed the *Motion of PBA for Entry of Order (A) Fixing Dates to File Creditor Matrix and List of Creditors and (B) Waiving Local Bankruptcy Rule 1007-1* [Case No. 19-BK-5523, ECF No. 4] requesting, among other things, an

² PROMESA is codified at 48 U.S.C. §§ 2101-2241.

order fixing November 22, 2019 as the date by which PBA must file the Creditor Matrix, and January 10, 2019 as the date by which PBA must file the Creditor List.

5. In addition, on the Petition Date, the Oversight Board filed a proposed joint plan of adjustment (the “Joint Plan”) and disclosure statement (the “Disclosure Statement”) for PBA, the Commonwealth of Puerto Rico (the “Commonwealth”), and the Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) [Case No. 17-3283, ECF Nos. 8765, 8766].

6. On October 9, 2019, the Court issued the *Order (A) Fixing Dates to File Creditor Matrix and List of Creditors and (B) Waiving Local Bankruptcy Rule 1007-1* (the “Order”) [Case No. 19-BK-5523, ECF No. 14], which among other things, waived the requirements of Bankruptcy Rule 1007(a) and fixed November 22, 2019 and January 10, 2020 as the respective dates by which PBA must file the Creditor Matrix and the Creditor List. The Order was granted without prejudice to PBA’s right to seek further extensions to file the Creditor Matrix and the Creditor List.

7. On November 21, 2019, PBA filed a motion seeking to extend the time to file the Creditor Matrix to January 10, 2019 to coincide with the filing of the Creditor List. *See Motion of the Puerto Rico Public Buildings Authority for an Order Extending the Date to File Creditor Matrix* [Case No. 19-BK-5523, ECF No. 20].

8. On December 12, 2019, the Court granted PBA’s motion, setting January 10, 2020 as the date by which PBA shall file the Creditor Matrix, without prejudice to PBA’s right to seek further extensions. *See Order Extending the Date for the Puerto Rico Public Buildings Authority to File Creditor Matrix* [Case No. 19-BK-5523, ECF No. 23].

Relief Requested

9. By this Urgent Motion, PBA requests an order seeking an extension, to and including February 11, 2020, of the date by which it must file the Creditor Matrix and Creditor List, without prejudice to its right to seek further extensions.

10. Under the circumstances of the Title III Cases, good cause exists for the relief requested. The Title III Cases remain at a critical juncture: on the Petition Date, the Oversight Board filed the proposed Joint Plan and Disclosure Statement to resolve the Title III cases of PBA, the Commonwealth and ERS. With an eye to maintaining cost efficiency, PBA shares the same advisors (the “Title III Advisors”) as other Title III Debtors, including the Commonwealth and ERS. PBA and the Title III Advisors have been key participants in mandatory mediation sessions, ordered by this Court, as part of the efforts for Puerto Rico to emerge from its financial distress and regain its fiscal health. Completing the Creditor Matrix requires PBA and the Title III Advisors to spend significant time and effort to collect, review, and assemble copious amounts of information. While PBA and the Title III Advisors have exercised their best efforts to prepare the Creditor Matrix and the Creditor List, in light of the extended mediation sessions and the various holidays in November, December, and early January, additional time is required.

11. Nevertheless, PBA intends to complete the Creditor Matrix and Creditor List as quickly as possible under the circumstances. Accordingly, the Oversight Board respectfully requests the Court enter the Proposed Order, extending the time for PBA to file the Creditor Matrix and Creditor List to and including February 11, 2020.

Certification of Compliance with Local Rule 9013-1 and the Tenth Amended Case Management Procedures

12. Pursuant to Local Rule 9013-1 and Paragraph I.H of the *Tenth Amended Case Management Procedures* [Case No. 17-BK-3283-LTS, ECF No. 8027-1], PBA hereby certifies that it has carefully examined the matter and concluded that there is a true need for an urgent

motion; has not created the urgency through any lack of due diligence; has made a bona fide effort to resolve the matter without a hearing; and has made reasonable, good-faith communications in an effort to resolve or narrow the issues that are being brought to the Court.

WHEREFORE PBA respectfully requests the Court enter the Proposed Order (a) granting the relief requested in this Urgent Motion and (b) granting PBA such other and further relief as is just and proper.

Dated: January 7, 2020
San Juan, Puerto Rico

Respectfully submitted,

/s/ Martin J. Bienenstock

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Exhibit A

Proposed Order

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtor.¹

PROMESA Title III

Case No. 17-BK-3283-LTS

(Jointly Administered)

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE PUERTO RICO PUBLIC BUILDINGS
AUTHORITY,

Debtor.

PROMESA Title III

Case No. 19-BK-5523-LTS

(Jointly Administered)

This Order relates only to PBA.

**[PROPOSED] ORDER
(1) FURTHER EXTENDING THE DATE TO FILE
CREDITOR MATRIX AND (2) EXTENDING THE DATE TO FILE CREDITOR LIST**

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Upon consideration of the *Urgent Motion of Puerto Rico Buildings Authority for an Order (1) Further Extending the Date to File Creditor Matrix and (2) Extending the Date to File Creditor List*, filed on January 7, 2020 (the “Urgent Motion”) by the Puerto Rico Buildings Authority (“PBA”),² and the Court having found it has subject matter jurisdiction over this matter pursuant to PROMESA section 306(a); and it appearing that venue in this district is proper pursuant to PROMESA section 307(a); and the Court having found good cause to grant the relief requested in the Urgent Motion, it is **HEREBY ORDERED THAT**:

1. The Urgent Motion is **GRANTED** as set forth herein.
2. The date by which PBA shall file the Creditor Matrix shall be further extended to and including **February 11, 2020**.
3. The date by which PBA shall file the Creditor List shall be extended to and including **February 11, 2020**.
4. The relief granted herein is without prejudice to PBA’s right to seek further extensions of time to file the Creditor Matrix and Creditor List, to file a motion to modify the contents of the Creditor Matrix and Creditor List, or to amend the Creditor Matrix and Creditor List during this Title III Case.
5. The Court shall retain exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

SO ORDERED.

Dated: _____, 2020
San Juan, Puerto Rico

Honorable Laura Taylor Swain
United States District Judge

² Capitalized terms not otherwise defined herein shall have the meanings given to them in the Urgent Motion.